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PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: EL CANELO & INFIESTA CIGARS CORP.  
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ARTICLES OF INCORPORATION

OF

EL CANELO & INFIESTA CIGARS CORP

THE UNDERSIGNED INCORPORATORS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be :

EL CANELO & INFIESTA CIGARS CORP

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III

PURPOSE

The General purpose or nature of business for which this Corporation is organized shall be:

1. CIGARS MANUFACTURE, WHOLESALE & RETAIL

Prepared by:  
Ignacio Siberio, Esquire  
525 N.W. 27th Ave, Ste 100  
Miami, Florida, 33125.  
Telf. 305-643-5900  
Fax. 305-643-4583  
Fla Bar.# 207926

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IN DALLAS COUNTY, FLORIDA

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2- To conduct a business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real estate and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

3- To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such Mortgages transfers or corporate property or other instruments to secure the payment of corporate indebtedness, as required.

4- To purchase the corporate assets of any other corporation, engage in the same or similar character of business.

5- To guarantee, endorse, purchase, hold, sell, transfer, pledge, mortgage or otherwise acquire or dispose of the shares, of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6- To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

#### ARTICLE IV

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be 60 shares which shall all be common stock of no par value.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in property, real or personal or in services, at a true valuation thereof.

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ARTICLE V  
PREEMPTIVE RIGHTS

If the capital stock of this Corporation is increased and new shares of stock are issued, the holder of original stock shall be entitled to subscribe to the new issue in preference to non-holders and on equal terms with other holders of the original stock in the proportion that the number of the original shares held by him bear to the total outstanding number of the original shares.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Initial Registered Agent of this Corporation is: ORLANDO RODRIGUEZ and the street address of the Corporation's initial Registered Office in the State of Florida is: 3840 S.W. 61 Avenue, Miami, Florida, 33155

The Corporation's principal office and the mailing address are: 3840 S.W. 61 Avenue, Miami, Florida, 33155  
(same as of The Registered Agent)

The directors may, from time to time, by majority vote, move the principal office to any other address in the State of Florida.

ARTICLE VII  
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be 3, and the name and address of each person who is to serve as a member thereof is as follow:

<u>NAME</u>	<u>ADDRESS</u>
ORLANDO RODRIGUEZ Director /Pdte	3840 S.W. 61 Avenue, Miami, Florida, 33155
ELBA RODRIGUEZ Director / Vice Pdte Treasure	3840 S.W. 61 Avenue, Miami, Florida, 33155
MADLINE RODRIGUEZ Director /Secretary	3840 S.W. 61 Avenue Miami, Florida, 33155

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ARTICLE VIII

INCORPORATORS

The name and post office address of the Incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
ORLANDO & ELBA RODRIGUEZ, his wife (60 shares)	3840 S.W. 61 Ave Miami, Florida, 33155

ARTICLE IX  
AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

a. The Board of Directors shall adopt the resolutions setting forth the proposed Amendment and, if shares have been issued, directing that it be submitted to a majority vote at a meeting of shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adopting by shareholders shall not apply.

b. By all of the Directors and all of the stockholders of the Corporation eligible to vote signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, ORLANDO RODRIGUEZ, having been named to accept service of process for EL CANELO & INFIESTA CIGARS CORP a Florida Corporation, at the place designated herein, do hereby accept to act in this capacity, and agree to comply with the provisions of

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of said act relative to keeping open said office.

Orlando Rodriguez  
ORLANDO RODRIGUEZ

IN WITNESS WHEREOF, the undersigned Incorporators have set their hands and seals thereto, this 30th day of June, 1997

Orlando Rodriguez  
ORLANDO RODRIGUEZ  
Elba Rodriguez

STATE OF FLORIDA)  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, ORLANDO RODRIGUEZ and Elba Rodriguez

Who is personally known to me or who has produced ( ) as identification and who did ( ) take an oath, and they acknowledged before me, that they suscribed to these Articles of Incorporation.

WITNESS my hand and seal, this 30th day of June, 1997

[Signature]  
NOTARY PUBLIC, State of Florida at  
Large

My commission expires:

